



THOMAS D. MARION  
VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

RECORDATION NO 25112 FILED

AUG 03 '04

2-24 PM

SURFACE TRANSPORTATION BOARD

**TTX COMPANY**  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821  
FAX (312) 984-3855

August 2, 2004



**VIA FEDERAL EXPRESS**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20006

Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement dated as of March 16, 2004.

This Agreement is a primary document.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Seller: Johnstown America Corporation (Manufacturer)  
17 Johns Street  
Johnstown, PA 15901

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
50'-6" HQ Plate F Box Car	XM	400	FBOX	504000-504399

Mr. Vernon A. Williams  
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Enclosed is our check in the amount of \$30.00 to cover filing fees.

There are no prior recordations pertaining to this Agreement.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement covering 400,  
50'-6" HQ Plate F Box Cars; FBOX, numbered 504000-504399."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "Stuart D. Mason". The signature is fluid and cursive, with a large, stylized initial 'S'.

Enclosures

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**MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT dated as of March 16, 2004, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Johnstown America Corporation, a Delaware corporation, with an address at 17 Johns St, Johnstown, Pennsylvania 15901 (the "Manufacturer" and, together with the Purchaser, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of March 16, 2004 (the "Agreement") pursuant to which the Manufacturer will manufacture and sell to the Purchaser the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JOHNSTOWN AMERICA CORPORATION

By: 

Product Line Manager

TTX COMPANY

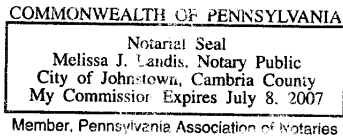
By: 

Vice President and Chief Financial Officer

STATE OF PENNSYLVANIA     )  
  )SS:  
COUNTY OF CAMBRIA         )

On this 30<sup>th</sup> day of July, 2004 before me personally appears Michael Crisatelli, to me personally known, who by me duly sworn, says that he is a Product Line Manager of Johnstown America Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Melissa J. Landis  
Notary Public

(SEAL)

My Commission expires:

STATE OF ILLINOIS     )  
  )SS:  
COUNTY OF COOK         )

On this 29<sup>th</sup> day of July, 2004 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President and Chief Financial Officer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom  
Notary Public

(SEAL)

My Commission expires:

**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT  
DATED MARCH 16, 2004**

**TTX Contract T-2A03-B  
JAC Lot# 1400-964**

**EQUIPMENT**

400 FBOX Cars marked 504000 through 504399 (both inclusive).

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